FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

	OMB A	PPROVAL
ΒN	umber:	323

OMB Number: 3235-0076 Expires: April 30, 2008

Estimated average burden hours per response........ 16.00

SEC USE ONLY
Prefix Serial
DATE RECEIVED

` †					
Name of Offering	(□check if this is an amend	ment and name has changed, and indi	cate change.)		\
FORMATION OF LI	ME ROCK PARTNERS IV, L.F	<u> </u>	I .	RECEIVE	
Filing Under (Che	ck box(es) that apply):	☐ Rule 504 ☐ Rule 505	☑ Rule 506	Section 4(6)	ULOE
Type of Filing:	☑ New Filing ☐ Ame	ndment /		OCTAG	187
1	-	A. BASIC IDENTIFICATIO	N DATA	200	16)
1. Enter the inform	nation requested about the is:	suer /			(N)
Name of Issuer	(□check if this is an amend	lment and name has changed, and indi	cate change.)	(c) 213 ff	
LIME ROCK PART	NERS IV, L.P.				
Address of Execut 518 RIVERSIDE	ive Offices AVENUE, WESTPORT, CO	(Number and Street, City, State, 2 NNECTICUT 06880		phone Number (including	g Area Code)
	al Business Operations	(Number and Street, City, State,	Zip Code) Tele	phone Number (Including	g Area Code)
Brief Description	of Business	1	† · · · · · · · · · · · · · · · · · · ·		
	NVESTMENT FUND.	· · · · · · · · · · · · · · · · · · ·		<u></u>	
Type of Business (Organization Corporation	☐ limited partnership, already form	ned	other (please s Islands exempted	pecify): Cayman limited partnership,
	☐ business trust	☐ limited partnership, to be formed	i	already formed	
ı	ed Date of Incorporation or O orporation or Organization:	0 8			PROCESSEI NOV 0 2 2006 THOMSON
GENERAL INSTI	RUCTIONS	;	•		

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	<u>.</u>		A. BASIC IDENTI	FICATION	DATA		
2. Ente	the information req	uested for the foll	owing:	1			
• F	 Each promoter of the	issuer, if the issue	er has been organized within t	he past five	years;		
	! Each beneficial owne the issuer;	er having the power	er to vote or dispose, or direc	t the vote or	disposition o	of, 10% or more	of a class of equity securities of
• F	f Each executive office	er and director of c	orporate issuers and of corpo	rate general	and managin	g partners of part	nership issuers; and
• F	} Each general managir	ng partner of partn	ership issuers.		,		
<u></u>	5 () ()				· o.c. '	D D:	7 C
Check I	Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	LI Execut	ive Officer	☐ Director	☑ General and/or Managing Partner
Full Na	me (Last name first,	if individual)					
			NERAL PARTNER OF THE				
	1	•	Street, City, State, Zip Code)	ł 	ı		
	Box(es) that Apply:	Promoter □	ONNECTICUT 06880 ☐ Beneficial Owner	✓ Evecut	ive Officer	☑ Director	☐ General and/or
			Delicticial Owlice	E LACCUI	ive Officei,	E Director	Managing Partner
Full Na	me (Last name first,	if individual)					
			ECUTIVE OFFICER OF TH		L PARTNER	OF LIME ROCI	K PARTNERS GP IV, L.P.)
Busines	ss or Residence Addr	ess (Number and	Street, City, State, Zip Code)				
	,		ONNECTICUT 06880	3 1 2 2	· · · · · · · · · · · · · · · · · · ·	<u> </u>	
Check I	Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Execut	ive Officer	☑ Director	☐ General and/or Managing Partner
Full Na	me (Last name first,	if individual)		j	1		
			CUTIVE OFFICER OF THE (Street, City, State, Zip Code)		PARTNER OF	LIME ROCK P	ARTNERS GP IV, L.P.)
518 RI	! I <mark>verside Aven</mark> ue,	, WESTPORT, C	ONNECTICUT 06880	!	1		
Check I	Box(es) that Apply:	☐ Promoter ·	☐ Beneficial Owner	☑ Execut	ive Officer	☐ Director	☐ General and/or
Full Na	ime (Last name first,	if individual)			•	2 a	Managing Partner
	}		ER OF THE GENERAL PAR	TNER OF I	IME ROCK!	Partners GP	IV L P)
			Street, City, State, Zip Code)		TO A	TAKTINENS OF	
518 Ri	VERSIDE AVENUE	. WESTPORT, C	ONNECTICUT 06880		* * *	-	
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Full Na	ime (Last name first,	if individual)		' 		·····	X X X X X
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				В. 1	INFORMAT	ΓΙΟΝ ABO	UT OFFEI	RING				
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pers	on or agent	of a broker	or dealer reg	istered with	the SEC an	d/or with a	state or state	es, list the n	ame of the b	roker or de	aler. If me	ore than
five only	1 ' ' '	to be listed	are associa	ted persons	of such a b	roker or dea	aler, you ma	ay set forth	the informa	tion for the	it broker o	r dealer
	/. Name (Last i	ame first if	findividual)									
	,	-	i individual)				I					
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	C. OFFERING PRICE, NUMBER OF INVESTORS,	EXPENSES AN	D USE OF PROCEI	EDS	
alre offe	er the aggregate offering price of securities included in this offering and ady sold. Enter "0" if answer is "none" or "zero." If the transaction ring, check this box \(\square\$ and indicate in the columns below the amounts red for exchange and already exchanged.	n' is an exchange	· · ·		Amount Alcodu
l Γype of	Security	+	Aggregate Offering Price		Amount Already Sold
Debt .		; \$		_ \$_	
Equity	i 	\$ \$	e 9	_ \$_	
	☐ Common ☐ Preferred	1			
Conver	tible Securities (including warrants)	s		\$	
- 1	ship Interests	!	750,000,000*	 \$	750,000,000
 	Specify	1		 \$, ,
	L		750,000,000	 \$	750,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.	1	, 50,000,555	_ `_	
this 504	or the number of accredited and non-accredited investors who have purch offering and the aggregate dollar amounts of their purchases. For offer, indicate the number of persons who have purchased securities and the purchases on the total lines. Enter "0" if answer is "none" or "or "or "or "or "or "or "or "or "or	rings under Rule aggregate dollar			Aggregate
		į	Number Investors		Dollar Amount of Purchases
Accredi	ted Investors	t	80	_ \$_	750,000,000
lon-ac	credited Investors	l 	0	_ \$_	0
Tota	l (for filings under Rule 504 only)	}		_ \$_	
	Answer also in Appendix, Column 4, if filing under ULOE.	,			
secu mon	his filing is for an offering under Rule 504 or 505, enter the information unities sold by the issuer, to date, in offerings of the types indicated, in this prior to the first sale of securities in this offering. Classify securities C - Question 1.	n the twelve (12)			
	Q Question 1	ı	Type of		Dollar Amount
1	Offering	•	Security		Sold
	5			_	
_	ion A			_	
tule 50	4 , , ,			_	
Tota	l	,		_ \$_	
	Furnish a statement of all expenses in connection with the issuance and descurities in this offering. Exclude amounts relating solely to organization issuer. The information may be given as subject to future contingencies: an expenditure is not known, furnish an estimate and check the box is estimate.	n expenses of the If the amount of	•		
 Transfe	r Agent's Fees			☑\$_	ने ने
rinting	and Engraving Costs			⊠ \$_	**
egal F	ees			⊠ \$	**
rcconu	ting Fees			— ⊠\$_	**
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	ommissions (specify finders' fees separately)			⊠ \$	**
ales C				-	
i	xpenses (identify)		,	⊠ \$	** ,

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	1	RICE, NUMBER OF IN			- 7		
b.	Enter the difference between the Question I and total expenses furnities the "adjusted gross proceeds to the	shed in response to Part	C – Question 4.a. Th	nis differe	ence	\$	749,000,000
use esti	icate below the amount of the adjust d for each of the purposes shown. mate and check the box to the left all the adjusted gross proceeds to the ve.	If the amount for any put of the estimate. The total	rpose is not known, it al of the payments li	furnish aı sted mus	n t		
			1 1 1 1		Payments to Officers, Directors, & Affiliates		Payments To Others
Sala	iries and fees			⊠ \$	15,000,000***	□\$	0
	hase of real estate			□\$	0	- □\$	0
	hase, rental or leasing and installation		!	 □\$	0	 	0
	 struction or leasing of plant building		+	s s	0	 \$	0
Acq	uisition of other businesses (includir	g the value of securities i	nvolved in this				
purs	uant to a merger)			□ \$	1 O	_ 🗆 \$	0
-	syment of indebtedness			□ \$	' 0		0
Wor	king capital			□\$_	0	\$	0
Othe	(specify): Investments			□\$	0	⊠\$	734,000,000
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signatu	uer has duly caused this notice to b re constitutes an undertaking by the ation furnished by the issuer to any r	e signed by the undersign	ned duly authorized p J.S. Securities and E	erson. I	Commission, upon	under Rule written req	e 505, the followin quest of its staff, th
signatu inform Issuer	re constitutes an undertaking by the ation furnished by the issuer to any reprint or Type)	e signed by the undersign	ned duly authorized p J.S. Securities and E	erson. I	Commission, upon	under Rule written req	e 505, the followin quest of its staff, th
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signatu inform Issuer (LIME Name (MARK ** The an amount information in the second i	re constitutes an undertaking by the ation furnished by the issuer to any reprint or Type) ROCK PARTNERS IV, L.P. of Signer (Print or Type)	e signed by the undersign issuer to furnish to the Unon-accredited investor purchased in the Signature Title of Signer (Princh Chief Financia Rock Partners) xpenses incurred in the folizational expenses in exceptions.	ned duly authorized pursuant to paragraph of the for Type) AL OFFICER OF L S GP IV, L.P. (GET ormation of the Issueress of this amount, and the second seco	Derson. I exchange (b)(2) of Carlotte (c)(2) of Car	Date OCTOBE IV, INC. (GENE PARTNER OF THE I	R 2, 2006 RAL PAR (ISSUER)) ed partners	TNER OF LIME
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		E. STATE SIG	NATURE			
	any party described in 17 CFR 230.2		disqualification provision		Yes	No Ø
		See Appendix, Column 5, 1	for state response.			
	ne undersigned issuer hereby underta 7/CFR 239.500) at such times as requ		strator of any state in w	which this notice is filed, a n	otice on F	orm D
	e undersigned issuer hereby underta ferees.	tkes to furnish to the state adminis	strators, upon written re	equest, information furnished	by the is	suer to
Qf	ne undersigned issuer represents that fering Exemption (ULOE) of the stast the burden of establishing that these	te in which this notice is filed and				
	suer has read this notification and kn uthorized person.	ows the contents to be true and has	duly caused this notice	to be signed on its behalf by	the under	rsigned
	(Print or Type) ROCK PARTNERS IV, L.P.	Signature	1 MM	Date OCTOBER 2, 2006		
	of Signer (Print or Type)	Title of Signer (Print or Typ	e)	<u> </u>		
Name	2. 2.8 (V, INC. (GENERAL PART		

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX	DIX	٧D	N	E	P	P	Α	
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	to non-ac	to sell ceredited s in State -Item 1)	Type of security and aggregate offering price offered in State (Part C-Item 1)	;	Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredite d Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL					1	1			
AK	i i				<u> </u>	;			
AZ					1			 	
AR	j				- <u>- 1</u>	,	<u> </u>		
CA	ļ	✓	LP INTERESTS; \$79.5 MILLION	6	\$79.5 MILLION	0	0		✓
СО		✓	LP Interests; \$40 Million	1	\$40 MILLION	0	0		✓
СТ		✓	LP Interests; \$24.7 Million	3	\$24.7 MILLION	0	0		V
DE									
DC					1			ļ	ļ
FL		✓	LP Interests; \$3.5 Million	1	\$3.5 MILLION	0	0		✓
GA		✓	LP INTERESTS; \$11 MILLION	1	\$11 MILLION	0	0		✓
ні		✓	LP Interests; \$6 Million	1	\$6 MILLION	l	0		✓
ID									
IL		✓	LP Interests; \$75.5 Million	8	\$75.5 MILLION	0_	0		✓
IN		✓	LP Interests; \$3.5 Million	1	\$3.5 MILLION	0	0		✓
IA					! 	l			
KS									
KY									
LA					i				
ME		✓	LP Interests; \$1.5 Million	1	\$1.5 MILLION	0	0		✓
MD		✓	LP INTERESTS; \$33.5 MILLION	2	\$33.5 Million	0	0		✓

1

MA		✓	LP INTERESTS; \$77.25 MILLION	8	\$77.25 MILLION	. 0	0	/
мі		✓	LP INTERESTS; \$37 MILLION	2	\$37 Million	0	0	*
MN		 	JOT MILLION	-	p i			
MS					1	(
1425			LP INTERESTS;			1		
МО	1	✓	\$9.5 MILLION	2	\$9.5 MILLION	0	0	✓
МТ)				1	I		
NE	1				, !			
NV		1	LP Interests; \$12.5 Million	2	\$12.5 MILLION	0 .	0	/
NH					- 1	1		
		/	LP INTERESTS;					1
NJ	-		\$0.2 MILLION	1	\$0.2 Million	0 t	0	•
NM	-		I D International			,		
			LP INTERESTS; \$108.85		1	ì		
NY	,	✓	MILLION	18	\$108.85 MILLION	0	0	✓
NC					1			
ND	1	ļ						
ОН		✓	LP INTERESTS; \$43 MILLION	1	\$43 MILLION	0	0	✓
ок		*	LP INTERESTS; \$1.5 MILLION	1	\$1.5 MILLION	0 .	0	✓
OR	_	*	LP Interests; \$5 Million	1	\$5 Million	0	0	✓
PA		✓	LP INTERESTS; \$45.5 MILLION	4	\$45.5 MILLION	0	0	✓
RI								
SC						į.		
SD	i				1			
TN		1	LP Interests; \$4 Million	1	\$4 MILLION	0	0	✓
тх		✓	LP Interests; \$15 Million	2	\$15 MILLION	0 ;	0	✓
UT								
VT	ļ					:		
VA					1			
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Twelve investors located outside the United States made capital commitments in the aggregate amount of \$112 million.

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